

LANCASTER COLONY CORPORATION
CHARTER OF THE COMPENSATION COMMITTEE OF
THE BOARD OF DIRECTORS

I. Structure of Committee

This Charter governs the structure and operation of the Compensation Committee (the “Committee”). The Committee’s role, as more specifically described below, is to determine the annual compensation of the Chief Executive Officer and other executive officers of the Company, including both direct and indirect payments, and to review and approve the Company’s equity compensation programs relating to all of its employees. In the performance of its duties, it shall assume and carry out all obligations imposed upon a compensation committee pursuant to then existing rules and regulations of the Securities and Exchange Commission (“SEC”) and of The Nasdaq Stock Market, Inc. (“Nasdaq”).

The Committee shall be comprised of at least three Directors, each of whom shall meet the definition of “independent” as set forth in applicable standards set forth in rules and regulations of the SEC and of Nasdaq. Each Committee Member (“Member”) shall also qualify as a “non-employee director” as defined in Section 16 of the Securities Exchange Act and as an “outside director” as defined in Section 162(m) of the Internal Revenue Code. The Members and the Chairperson of the Committee shall be appointed by the Board of Directors (the “Board”). Each Member shall serve for a term expiring at the next annual meeting of Directors and may be removed by the Board at any time in its discretion.

II. Meetings

The Committee shall meet as often as is deemed necessary by its Chairperson or by any two of its Members. Electronic participation in meetings is acceptable if effected in compliance with the Company’s Code of Regulations. The Committee shall have authority, in its areas of responsibility, to retain at Company expense independent advisors and to approve and require payment of fees of such advisors. In the performance of its duties, the Committee and its Members shall have unrestricted access to management.

The Committee shall cause appropriate minutes to be prepared and preserved with respect to its proceedings and shall report its actions to the next following meeting of the Board.

III. Duties and Responsibilities

In discharging its duties, the Committee shall perform the following activities as well as such additional activities as it deems appropriate in light of its general purpose and the then applicable rules and regulations of the SEC and Nasdaq:

- A. To annually review and approve corporate goals and objectives relevant to the Company’s Chief Executive Officer’s compensation, to evaluate the Chief Executive

Officer's performance in light of such goals and objectives and to provide a report thereon to the Board.

B. To annually review and determine base salary, incentive compensation and equity based compensation for the Chief Executive Officer and to report the Committee's determination to the Board which determination shall be considered by the Board in establishing such compensation. In determining the incentive compensation and the equity-based compensation of the Chief Executive Officer, the Committee shall consider, among other factors, the Company's current performance, the return to shareholders, the value of similar incentive and equity based awards to chief executive officers at comparable companies and the value of incentives and equity based compensation granted to the Chief Executive Officer in past years.

C. To annually review and approve the recommendations of the Chief Executive Officer as to base salary, incentive compensation and equity based compensation for other executive officers of the Company and the compensation structure applicable to other members of senior management.

D. To review executive officer compensation for compliance with Section 16 of the Securities Exchange Act and Section 162(m) of the Internal Revenue Code, as each is from time to time amended, and any other applicable laws, rules and regulations.

E. To annually review and consider and advise respecting the Company's programs and strategies respecting direct compensation, equity-based compensation and retirement pay programs.

F. To review and approve any proposed grants of stock options or restricted stock.

G. To review the Committee Charter from time to time for adequacy in light of current conditions and to recommend any appropriate changes to the Board.

H. To regularly report to the Board on the Committee's activities and to deliver to its members copies of the Committee's minutes.

I. To annually produce a Committee report on executive compensation as required by the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.

J. To perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.